

# **Neurological Council of Western Australia, Inc.**

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## **CONSTITUTION**

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**February 2006**

CONSTITUTION  
OF  
**NEUROLOGICAL COUNCIL OF WESTERN AUSTRALIA, INC.**

**INTRODUCTION**

**1. The name of the organisation shall be the ‘Neurological Council of Western Australia Inc’.**

**1 a) Replaceable Rules Excluded**

1 a).1 The replaceable rules contained in the Law do not apply to the Council.

**2. Definitions and Interpretation**

2.1 Definitions

In this Constitution:

- (1) “Annual General Meeting” has the meaning in accordance with rule 52.2;
- (2) “Application Fee” has the meaning given by rule 16;
- (3) “Elected Directors” means Directors elected to the Board in accordance with rule 24;
- (4) “Board” means the board of Directors of the Council;
- (5) “business day” means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Council has its registered office;
- (6) “Chairman” means the office bearer referred to in rule 25.
- (7) “Directors” means the directors for the time being of the Council or the Directors assembled as a Board;
- (8) “Council” means Neurological Council of Western Australian, Inc. (NCWA);
- (9) “Law” means the *Associations Incorporation Act 1987* (WA) and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (10) “Member” means a Member for the time being of the Council;
- (11) “Membership Fee” has the meaning given by rule 17;
- (12) “Register” means the register of Members of the Council;
- (13) “Secretary” means the secretary for the purposes of compliance with the Law, referred to in rule 25 and any other person appointed to perform the duties of a secretary of the Council;

- (14) “Treasurer” means the treasurer referred to in rule 26 and any other person appointed to perform the duties of a treasurer of the Council; and
- (15) “Deputy Chairman” means the office bearer referred to in rule 25.
- (16) “Special Resolution” is a resolution as defined in the *Associations Incorporation Act* and as set out in rule 84.

## 2.2 Interpretation

- (1) Reference to:
  - (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular; and
  - (c) a person includes a body corporate.
- (2) Except so far as the contrary intention appears in this Constitution:
  - (a) an expression has in this Constitution the same meaning as in the Law; and
  - (b) if an expression is given different meanings for the purposes of different provisions of the Law, the expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (3) “Including” and similar expressions are not words of limitation.
- (4) Headings are for convenience only and do not form part of this Constitution or affect its interpretation.

## 3. Objects

3.1 The common objects of the member organisations are to alleviate sickness suffering and distress occasioned through neurological disease, to provide support for people suffering from those diseases and their families and to advance research and other work towards developing and applying methods to prevent, control or cure such diseases. The objects of the Council are to promote and support the common objects of member organisations and in doing so:

- (1) to foster co-operation between member organisations so that each can benefit from the experience of others;
- (2) to provide a clearing house for information about the activities of member organisations and generally about neurological diseases;
- (3) to assist any groups of persons wishing to establish organisations with objects similar to the common objects of the member organisations;
- (4) when so instructed by the member organisations to represent their views regionally or nationally for the information of the general public or in any dealings with the State or Commonwealth Governments or their instrumentalities;
- (5) to provide a central organisation able to facilitate any service, action or programme or to provide any facilities approved by the Council; and

- (6) when so requested by the member organisations to undertake any special project supportive of their common objects.
- 3.2 The Council must pursue charitable purposes only and must apply its income in promoting those purposes.
- 3.3 The name of the organisation shall be the “Neurological Council of Western Australia, Inc.”.

#### **4. Powers**

4.1 The Council has all the powers of an individual and a body corporate but does not have the power to issue shares.

4.2 Without limiting (or extending) paragraph 4.1, the Council has the power:

- (1) to issue such publications or disseminate and publicise such information and generally to do all acts which further the objects of the Council;
- (2) to purchase manage lease mortgage dispose of hire or otherwise acquire or deal with or exchange all or any part of the property of the Council;
- (3) to borrow and raise money in such manner as the Council may think fit and in particular by way of fluctuating or fixed overdraft and guarantee either without security or secured by Mortgage or otherwise;
- (4) to raise by public or private subscriptions appeals entertainments or otherwise funds which shall be used for or in furtherance of any one or more of the objects of the Council;
- (5) to receive any gifts whether or not subject to any trust for any one or more of the objects of the Council;
- (6) to expend funds for the purpose of carrying out all or any of the objects of the Council;
- (7) to invest or otherwise deal with funds and property of the Council not immediately required for any of its objects, in such a manner as may from time to time be determined by the Board and in accordance with the provisions of the Trustees Act 1962 (as amended);
- (8) to cooperate or join by any means with any present or future organisations or bodies having any of the objects of the Council or any objects similar thereto;
- (9) to acquire any property right or privileges necessary for the attainment of these objects or any of them;
- (10) to engage, appoint, control, remove, discharge, suspend or dismiss such representatives, agents and servants or employees, as may be required to enable the Council to operate more effectively in the furtherance of its objects;
- (11) to establish foundations, trust funds, interest in any ventures as may be determined from time to time by the Board;
- (12) to enter into a contract with any statutory body or otherwise to provide service for a consideration;

- (13) to take appropriate action legal or otherwise against a member, other person or legal entity who may be acting in any way contrary to the interests of the Council.
- (14) to do all such lawful acts as are incidental and/or conducive to the attainment of the objects of the Council;

## **5. Application of Income and Property**

- 5.1 The income and property of the Council, from wherever it is derived, must be applied solely towards the promotion of the objects of the Council set out in rule 3.
- 5.2 No portion of the income or property of the Council may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Council.
- 5.3 Rule 5.2 does not prevent:
  - (1) the payment in good faith of remuneration to any servant of the Council in return for any service actually rendered to the Council or for goods supplied in the ordinary and usual way of business;
  - (2) the reimbursement of expenses incurred by any Member (or any Director who is not also a Member) on behalf of, and pursuant to the request of, the Council provided those expenses are first approved for payment by the Board.

## **6. Limited Liability**

- 6.1 The liability of the Members is limited.

## **7. Guarantee**

- 7.1 Every Member of the Council undertakes to contribute an amount not exceeding \$2 to the property of the Council in the event of its being wound up while the Member is a Member or within 1 year after the Member ceases to be a Member, if required for payment:
  - (1) of the debts and liabilities of the Council (contracted before the Member ceases to be a Member); and
  - (2) of the costs, charges and expenses of winding up.

## **8. Structure**

- 8.1 The Board shall be ultimately responsible for the governance and operation of the Council.
- 8.2 The Members in General Meeting may, upon the recommendation of the Board appoint one or more patrons and/or Deputy-patrons who need not be Members.
- 8.3 The Council may form regional or branch offices within Australia.
- 8.4 The Council will establish a “Council of Members” responsible for providing advice for policy and strategy and to deal with operational issues of common interest where collective and cooperative effort is advantageous.

## **MEMBERSHIP**

### **9. Organisation of Membership**

- 9.1 All applicants for Membership and admitted as Members shall be allocated and entered in the Register of Members of the Council.
- 9.2 The number of Members of the Council is unlimited.
- 9.3 The Members of the Council are the persons the Directors admit to any of the categories of Membership in accordance with this Constitution.
- 9.4 The categories of Membership are:
- (1) Ordinary Members;
  - (2) Associate Members;
  - (3) Honorary Life Members;
  - (4) such other categories of Members, if recommended by the Directors, as may be created from time to time by the Members in general meeting.

### **10. Application for Membership**

- 10.1 Any organisation who:
- (1) is a not-for-profit, non-government, community organisation representing people who suffer from a neurological disorder; and
  - (2) is supportive of the objects of the Council;
  - (3) is not in the employ of, or contracted by the Council,
- may apply for Ordinary Membership of the Council.
- 10.2 An Ordinary member shall be entitled to attend any general meeting of the Council and shall be entitled to vote at any general meeting of the Council.
- 10.3 Any individual or organisation who:
- (1) is either not less than 18 years of age or an organisation interested in people who suffer from a neurological disorder;
  - (2) is supportive of the objects of the Council;
  - (3) is not in the employ of, or contracted by the Council, may apply for Associate Membership of the Council.
- 10.4 An Associate Member will be entitled to attend any general meeting of the Council but shall not be entitled to vote at any general meeting of the Council.

**11. Form of Application**

11.1 An application for ordinary Membership must:

- (1) be in writing in a form approved by the Directors;
- (2) be signed by the applicant;
- (3) be accompanied by any other documents or evidence as to qualification for the type of Membership applied for which the Directors require; and
- (4) be accompanied by the Application Fee (if any) and the Membership Fee (if any).

**12. Admission to Membership**

12.1 The Directors may in their absolute discretion accept or reject any application for Membership.

12.2 The Directors need give no reason for the rejection of an application.

12.3 If an application for Membership is rejected the Secretary must notify the applicant in writing and the Application Fee, if any, and the Membership Fee, if any, must be refunded to the applicant in full.

12.4 If an applicant is accepted for Membership, the name and details of the Member must be entered in the Register of Members and the Secretary must notify the applicant in writing of such acceptance.

**13. Notification by Members**

13.1 Members must promptly notify the Secretary in writing of any change in their qualification to be a Member of the Council.

**14. Honorary Life Membership**

14.1 If, in the opinion of the Directors, a person has made over a period of years an exceptional contribution to the Council, the Directors may grant that person the highest acknowledgement of contribution to the Council in the form of an Honorary Life Membership of the Council.

14.2 A person granted Membership under rule 12.1 becomes an Honorary Life Member of the Council on the later to occur of:

- (1) the person consenting in writing to be an Honorary Life Member; and
- (2) the nomination being approved by an ordinary resolution of the members in general meeting of the Council.

14.3 An Honorary Life Member has all the rights and privileges of ordinary Membership and is otherwise subject to this Constitution.

**15. Register of Members**

- 15.1 The Secretary must ensure that a Register of Members is kept by the Council in accordance with the Law.
- 15.2 The following must be entered in the Register of Members in respect of each Member:
- (1) the full name of the Member;
  - (2) the Member's address;
  - (3) the category of Membership;
  - (4) the date of admission to and cessation of Membership;
  - (5) the date of last payment of the Member's Membership Fee (if relevant); and
  - (6) such other information as the Directors require.
- 15.3 Each Member must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within 1 month after the change.

**APPLICATION FEE AND MEMBERSHIP FEE**

**16. Application Fee**

- 16.1 The Application Fee payable by each applicant for Membership is the sum the Members determine from time to time, in general meeting, for each category of Membership provided that no Application Fee is payable by any Honorary Life Member.

**17. Membership Fee**

- 17.1 The Membership Fee payable by a Member of the Council is the sum the Members determine from time to time, in general meeting, for each category of membership provided that no Membership Fee is payable by any Honorary Life Member.
- 17.2 All Membership fees are due and payable on the first anniversary of the Member's admission to Membership.

**CESSATION OF MEMBERSHIP**

**18. Resignation**

- 18.1 A Member may resign from Membership of the Council by giving written notice to the Secretary.
- 18.2 The resignation of a Member takes effect on the date of receipt of the notice of resignation or any later date provided in the notice.

## **19. Cessation of Membership**

19.1 A Member who is an individual ceases to be a Member:

- (1) on the death of the Member;
- (2) if the Member is expelled under rule 20;
- (3) if the Membership Fees of the Member remain unpaid for a period of 3 months after it becomes payable; or
- (4) if the Member enters into the employ or, or is contracted by, the Council.

19.2 A Member who is an organisation ceases to be a Member:

- (1) if the Member is expelled under rule 20
- (2) if the Membership Fees of a member remain unpaid for a period of 3 months after it becomes payable; or
- (3) if the member is contracted by the Council.

## **20. Expulsion of Members**

20.1 If any Member:

- (1) wilfully refuses or neglects to comply with the provisions of this Constitution; or
- (2) is guilty of any conduct which, in the absolute opinion of the Directors, is unbecoming of a Member or prejudicial to the interest of the Council;

the Directors may resolve to expel the Member from the Council and to remove the Member's name from the Register of Members.

20.2 At least 1 week before the meeting of the Directors at which a resolution of the nature referred to in rule 21.1 is passed the Directors must give to the Member notice of:

- (1) the meeting;
- (2) what is alleged against the Member; and
- (3) the intended resolution.

20.3 At the meeting and before the passing of the resolution, the Member must have an opportunity of giving orally or in writing any explanation or defence the Member sees fit.

20.4 A Member may, by notice in writing lodged with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Directors, elect to have the question dealt with by the Council in general meeting and in that event, a general meeting of the Council must be called for that purpose.

20.5 If at the general meeting of the Council a resolution to the same effect as the resolution which was to be considered by the Directors is passed by a special majority (and the vote must be taken by secret ballot) the Member concerned must be expelled and the Member's name must be removed from the Register of Members.

**21. Effect of Cessation of Membership**

- 21.1 If any Member ceases to be a Member, for any reason, under this Constitution, the Member remains liable to pay to the Council for any money which, at the time of the Member ceasing to be a Member, the Member owes to the Council on any account and for any sum for which the Member is subsequently liable under rule 7 of this Constitution.

**DIRECTORS**

**22. Composition of the Board**

- 22.1 The number of the Directors must be not less than 5 nor more than 11.
- 22.2 The Council in general meeting may by resolution increase or reduce the number of Directors but the number may not be reduced below 5.
- 22.3 The Board shall comprise at least 5 Elected Directors elected in accordance with rule 25 but an optimum number of 11 Elected Directors is considered preferable.
- 22.4 If the number of Elected Directors elected at any Annual General Meeting of the Council is less than the optimum number of 11 (as stipulated in rule 22.3), then the newly constituted Board may appoint to the Board additional Directors provided that the total number of Elected Directors and additional Directors does not exceed 11. Additional Directors appointed to the Board pursuant to this paragraph 22.4 shall only hold office until the next Annual General Meeting of the Council at which they shall be eligible for election (or re-appointment as additional Directors where the number of Elected Directors falls below the optimum number of 11), in the normal course.
- 22.5 The Chairman of the Council shall be a person who is not a member or paid staff member of any Ordinary Member of the Council but shall be elected by the Ordinary Members as set out in rule 245.2 of this Constitution.
- 22.6 The Chairman shall hold office for a period of 3 years after which they may be re-elected for a further term of three (3) years. Once having held the position for two (2) terms of three (3) years, the person holding the position must retire from it.
- 22.7 Three (3) Directors shall be persons from the broader community, who shall not be members or paid staff members of any Ordinary Members but who shall be elected by the Ordinary Members as set out in rule 24.2 of this Constitution.
- 22.8 Six (6) Directors shall be persons nominated by Ordinary Members, who shall not be paid staff members of any Ordinary Members but who shall be elected by the Ordinary Members as set out in rule 24.2 of this constitution.
- 22.9 One (1) Director shall be appointed by the Board to provide the Board with specific expertise that it deems it requires from time to time.

**23. Tenure of the Directors**

- 23.1 Unless otherwise provided in this Constitution, each of the Elected Directors (subject to rule 24) shall hold office for a term of 3 years.
- 23.2 No Elected Director including the Chairman shall hold office for more than two consecutive terms unless the Council, by special resolution passed at a General Meeting has resolved to the contrary.

**24. Election of Elected Directors**

24.1 Subsequent to the election of the Elected Directors from the first Annual General Meeting after the adoption of this Constitution and in accordance with rule 24.2, the rotation of elections of Elected Directors shall take place in the following manner:

- (1) one-third of the Elected Directors (rounded down to the nearest whole number of Elected Directors if required), the identities of whom shall be determined by lot, shall hold their position for the period of 1 year;
- (2) one-third of the Elected Directors (rounded down to the nearest whole number of Elected Directors if required), the identities of whom shall be determined by lot, shall hold their position for the period of 2 years;
- (3) the remaining Elected Directors shall hold their position for the period of 3 years;
- (4) thereafter, unless provided otherwise in this Constitution all Elected Directors shall hold their position for the period of 3 years following his or her election as a Director;
- (5) elections shall be held in accordance with this rule 24 to fill vacancies of Elected Directors.

24.2 The election of the Elected Directors shall take place at the times and in the manner and adopting the procedures directed by the Board from time to time provided that, in each case, the election shall take place in the following manner:

- (1) a postal ballot shall be conducted for all elections of Elected Directors;
- (2) all nominations for election as an Elected Director must be in writing and signed by at least 1 Member and also signed by the nominee consenting to such nomination and shall be delivered to and lodged with the Secretary not less than 35 days prior to the date fixed for the holding of the Annual General Meeting at which the election of the Elected Directors is to be made effective (referred to in this paragraph 24.2 as the “Relevant Annual General Meeting”);
- (3) ballot papers and statements by prospective candidates for election shall be sent to all Members at least 21 days before the date fixed for the holding of the Relevant Annual General Meeting;
- (4) completed ballot papers must be delivered to and lodged with the Secretary at least 7 days before the date fixed for the holding of the Relevant Annual General Meeting; and
- (5) the Board must ensure that the results of the election of Elected Directors are announced at the Relevant Annual General Meeting.

24.3 For the purposes of rule 24.2 nominations may be delivered to and lodged with the Secretary by:

- (1) delivery to the Council’s registered office;
- (2) sending it to a facsimile number at the Council’s registered office; or
- (3) delivering it to a place, facsimile number or electronic mail address specified for the purpose of such nominations.

**25. Office Bearers**

25.1 The office bearers of the Council are:

- (1) the Chairman;
- (2) the Deputy-Chairman;
- (3) the Treasurer; and
- (4) the Secretary.

25.2 Office bearers are elected by the Directors from amongst their number at the first meeting of the Board held after each Annual General Meeting of the Council with the exception of the Chairman who shall be elected by the Ordinary Members at the Annual General Meeting.

25.3 The Chairman shall act as chair of the meeting for the purpose of the election.

25.4 The election of office bearers shall take place in the following manner:

- (1) Each Director standing for election as an office bearer must be proposed orally or in writing by another Director.
- (2) If a Director stands for election for more than 1 position as an office bearer separate nominations must be received in respect of each position.
- (3) If there is only 1 candidate for election to any office bearer position that person is declared elected to that position.
- (4) If there is more than 1 candidate for election to any office bearer position a vote by show of hands must be held among the candidates. The candidate receiving the greatest number of votes cast in his or her favour is declared elected to that position.
- (5) In the case of an equality of votes in respect of any position a further vote by show of hands must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.

**APPOINTMENT OF DIRECTORS BETWEEN  
ANNUAL GENERAL MEETINGS**

**26. Casual Vacancies, Additional Directors and Insufficient Directors**

26.1. A "casual vacancy" in the office of a Director shall occur in any of the circumstances listed in rule 41.1.

26.2 The Directors may at any time appoint a person qualified to be an Elected Director to fill a casual vacancy provided that the total number of Elected Directors does not at any time exceed the number fixed in accordance with this Constitution.

26.3 Any Elected Director appointed under rule 27.1 holds office until the end of the next Annual General Meeting of the Council. The casual vacancy is then to be filled by election in accordance with rule 25.2 and the person elected shall hold office until the end of the next Annual General Meeting of the Council at which the place of the Elected Director who created the casual vacancy would be, if not for the election, up for election.

- 26.4 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum or convening a general meeting of the Council.

## **POWERS OF DIRECTORS**

### **27. Validation of Acts of Directors and Secretary**

- 27.1 The acts of a Director or Secretary of the Council are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 27.2 Where a person whose office as Director of the Council is vacated under a provision of the Law purports to do an act as a Director of the Council, that act is as valid, in relation to a person dealing with the Council in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

### **28. General Business Management**

- 28.1 The business of the Council is to be managed by or under the direction of the Board.
- 28.2 The Board may exercise all the powers of the Council except any powers that the Law or this Constitution requires the Council to exercise in general meeting.
- 28.3 No rule made or resolution passed by the Council in general meeting can invalidate any prior act of the Directors which would have been valid if that rule or resolution had not been made or passed.
- 28.4 The Board may pay all expenses incurred in promoting and forming the Council.
- 28.5 Without limiting the generality of this rule 28, but subject to Law, the Directors may exercise all the powers of the Council to borrow money, to charge any property or business of the Council and to issue debentures or give any other security for a debt, liability or obligation of the Council or of any other person.
- 28.6 The Board may make, amend or repeal by-laws and regulations not inconsistent with this Constitution for the general conduct and management of the Council and the business of the Board.

### **29. Appointment of Attorney**

- 29.1 The Directors may appoint any person or persons to be the attorney or attorneys of the Council for the purposes, with the powers and discretions (being powers and discretions vested in or exercisable by the Directors), for the period and subject to the conditions they see fit.
- 29.2 A power of attorney may contain those provisions for the protection and convenience of persons dealing with the attorney that the Directors see fit.

**30. Negotiable Instruments**

- 30.2 The Directors shall determine how a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed.

**CHIEF EXECUTIVE OFFICER**

**31. Appointment and Powers**

- 31.1 The Directors may appoint any person, to the position of chief executive officer (the ‘**Chief Executive Officer**’) for the period and on the terms (including as to remuneration) the Directors see fit.
- 31.2 The Directors may revoke or vary the appointment of a person as Chief Executive Officer.
- 31.3 If the Chief Executive Officer becomes incapable of acting in that capacity the Directors may appoint any other person, not being a Director, to act temporarily as Chief Executive Officer.

**DIRECTORS’ MEETINGS**

**32. Circulating Resolutions**

- 32.1 The Directors may pass a resolution without a Directors’ meeting being held if all the Directors entitled to vote on the resolution, except a Director absent from Australia who has not left a facsimile number at which he or she may be given notice, sign a document containing a statement that he or she is in favour or not of the resolution set out in the document.
- 32.2 Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 32.3 The resolution is passed when the last Director signs and a majority of Directors are in favour of the resolution.
- 32.4 A facsimile addressed to or received by the Council and purporting to be signed or sent by a Director for the purpose of this rule 33 must be treated as a document in writing signed by that Director.

**33. Meetings of Board**

- 33.1 The Board must meet on an as needs basis, but at least 10 times in each year, for the discharge of their role and duties and may otherwise adjourn and regulate their meetings as they see fit.
- 33.2 The minutes of any meeting of the Board must state the method of meeting and the persons present.
- 33.3 A Director may at any time, and a Secretary must on the requisition of a Director, call a meeting of the Board.

33.4 Reasonable notice of every Board meeting and the nature of business to be addressed must be given to each Director except that it is not necessary to give notice of a meeting of Directors to any Director who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

33.5 Any notice of a meeting of the Board must be given in writing, whether by facsimile, electronic mail or other accepted means of visual communication.

#### **34. Technology Meeting of Directors**

35.1 A Directors' meeting may be held using any telephone, teleconference or any other technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw the consent within a reasonable period before the meeting.

34.2 If a Directors' meeting is held using any technology and all the Directors take part in the meeting, they shall be deemed to have consented to the use of the technology for that meeting.

34.3 The following provisions apply to a technology meeting:

- (1) each of the Directors taking part in the meeting must be able to hear and be heard by each of the other Directors taking part in the meeting; and
- (2) at the commencement of the meeting each Director must announce his or her presence to all the other Directors taking part in the meeting.

34.4 If the Secretary is not present at a technology meeting one of the Directors present must take minutes of the meeting.

34.5 A Director may not leave a technology meeting by disconnecting his or her link to the meeting unless that Director has previously notified the Chairman of the meeting.

34.6 A Director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Director has previously obtained the express consent of the Chairman to leave the meeting.

#### **35. Chairing Directors' Meetings**

35.1 The Chairman is the chair of all meetings of the Board.

35.2 At a meeting of the Board if:

- (1) no Chairman has been elected as provided by rule 25.2; or
- (2) the Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;  
the Deputy-Chairman is the chair of the meeting, but if:
  - (3) no Deputy-Chairman has been elected as provided by rule 25.4; or
  - (4) the Deputy-Chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present must elect a Director present to chair the meeting.

**36. Quorum**

36.1 The quorum for a Directors' meeting is five (5) Directors entitled to vote or a greater number determined by the Directors. The quorum must be present at all times during the meeting.

**37. Passing of Directors' Resolutions**

37.1 A resolution of the Directors must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.

37.2 The Chairman has a casting vote if necessary in addition to any deliberative vote he or she has as a Director. The Chairman has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

## **COMMITTEES OF DIRECTORS**

**38. Committees of Directors**

38.1 The Directors may delegate any of their powers to a committee of Directors.

38.2 A committee must exercise the powers delegated to it in accordance with any directions of the Directors. The effect of the committee exercising a power in this way is the same as if the Directors exercised it.

38.3 The meetings and proceedings of any committee consisting of 2 or more Directors are governed by the provisions in this Constitution regulating the meetings and proceedings of the Directors.

## **REMOVAL AND RESIGNATION OF DIRECTORS**

**39. Removal and Resignation of Directors**

39.1 Subject to the Law the Council may by resolution remove a Director from office.

39.2 A Director may resign as a Director of the Council by giving a written notice of resignation to the Council at its registered office.

**40. Vacation of Office of Director**

40.1 In addition to any other circumstances in which the office of a Director becomes vacant under the Law, the office of a Director becomes vacant if the Director:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;
- (2) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (3) is absent from 3 consecutive meetings of Directors without special leave of absence from the Directors and the Directors declare his or her seat to be vacant;
- (4) becomes prohibited from being a Director under or by reason of any order made under the Law;

- (5) resigns or is removed by resolution in accordance with rule 40;
- (6) has a material personal interest in a matter that relates to the affairs of the Council, other than an interest of the nature specified in rule 42.3; or
- (7) dies.

## **DIRECTORS' INTERESTS**

### **41. Director to Disclose Interests**

- 41.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Council must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary of the Council.
- 41.2 A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Council or by written notice to the Secretary of the Council the fact and the nature, character and extent of the conflict.
- 41.3 For the purposes of rules 41.1 and 41.2, a Director's interest or any conflict must be disregarded if it arises from or relates solely to:
  - (1) the position of the Director as a Director of a related body corporate of the Council;
  - (2) a contract that insures, or would insure, the Director against liabilities the Director incurs as officer of the Council (but only if the contract does not make the Council or a related body corporate insurer); or
  - (3) any payment by the Council or a related body corporate in respect of an indemnity permitted under the Law or any contract relating to such an indemnity.

## **REMUNERATION OF DIRECTORS**

### **42. No Directors' Remuneration**

- 42.1 The Council shall be prohibited from paying the Directors any fee or other remuneration for acting as Directors of the Council.
- 42.2 The Board may in its sole and absolute discretion determine the remuneration payable to the Chief Executive Officer.

### **43. Directors' Expenses**

- 43.1 Despite rule 42 the Council may pay the Directors' travelling and other expenses that they properly incur:
  - (1) in attending Directors' meetings or any meetings of committees of Directors;
  - (2) in attending any general meetings of the Council; and
  - (3) in connection with the Council's business.

43.2 The Directors must approve all payments the Council makes to its Directors.

**44. Financial Benefit**

44.1 To the extent, if any, required by the Law, a Director must ensure that the requirements of the Law are complied with in relation to any financial benefit given by the Council to the Director or to any other related party of the Director.

## **INDEMNITY AND INSURANCE**

**45. Indemnity**

45.1 To the extent permitted by the Law, the Council indemnifies:

- (1) every person who is or has been an officer of the Council; and
- (2) where the Board of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Council;

against any liability incurred by that person in his or her capacity as an officer of the Council or of the related body corporate (as the case may be).

45.2 In accordance with the Law, the Council must not indemnify a person against:

- (1) any of the following liabilities incurred as an officer of the Council:
  - (a) a liability owed to the Council or a related body corporate;
  - (b) a liability for a pecuniary penalty order under the Law or a compensation order under the Law; or
  - (c) a liability that is owed to someone other than the Council or a related body corporate and did not arise out of conduct in good faith; or
- (2) legal costs incurred in defending an action for a liability incurred as an officer of the Council if the costs are incurred:
  - (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified;
  - (b) in defending or resisting criminal proceedings in which the person is found guilty;
  - (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
  - (d) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

Rule 45.2(2)(c) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investment Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

- (3) For the purposes of rule 46.2(2) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

**46. Insurance**

46.1 The Council may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Council or a related body corporate of the Council against any liability incurred by the person as an officer of the Council or a related body corporate except a liability (other than one for legal costs) arising out of conduct involving a wilful breach of duty in relation to the Council.

46.2 In the case of a Director, any premium paid under this rule is not remuneration for the purpose of rule 42.

**47. Liability**

47.1 No officer of the Council is liable for the act, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

**48. Meaning of “Officer”**

48.1 For the purposes of rules 45, 46 and 47 “**Officer**” means a Director, Secretary or executive officer.

## **INSPECTION OF RECORDS**

**49. Rights of Inspection**

49.1 49.2 A Member other than a Director does not have the right to inspect any document of the Council, other than the minute books for the meetings of its Members and for resolution of Members passed without meetings, except as provided by Law or authorised by the Directors or by the Council in general meeting.

**50. Confidential Information**

50.1 Except as provided by the Law, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Council or any trade secret, secret process or other confidential information of or used by the Council.

## **COUNCIL OF MEMBERS**

### **51. Council of Members**

- 51.1 Organisation will establish a Council of Members as set out under rule 8.4.
- 51.2 The Council of Members shall be composed of:
- (1) a nominated staff member of each Ordinary Member; or
  - (2) a nominated volunteer of an Ordinary Member where the Ordinary Member does not employ any staff.
- 51.3 The purpose of the Council of Members is to:
- (1) provide policy advice to the Board;
  - (2) provide strategic advice on the development of the Council;
  - (3) deal with operational issues that is of common interest where collective and co-operative effort is advantageous.
- 51.4 The “Council of Members” will appoint their own convenor and arrange meetings to suit the majority of the members.

## **MEETINGS OF MEMBERS**

### **52. General Meetings**

- 52.1 A majority of Directors may call a general meeting whenever they see fit.
- 52.2 Except as permitted by Law, a general meeting, to be called the “**Annual General Meeting**”, must be held at least once in every calendar year.
- 52.3 Except as provided in the Law, no Member or Members may call a general meeting.
- 52.4 No Member may at any meeting move any resolution except in accordance with the Law.

### **53. Business of an Annual General Meeting**

- 53.1 The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
- (1) to confirm the minutes of the previous Annual General Meeting;
  - (2) to receive a report from the Chairman on the activities of the Council in the preceding year;
  - (3) to decide upon individual and corporate membership fees and other levies;
  - (4) the consideration of the annual financial report, Directors’ report and auditor’s report;
  - (5) the announcement of the results of the election of Elected Directors;

- (6) the appointment of the auditor; and

All other business transacted at an Annual General Meeting and all other business transacted at any other general meeting is special business.

- 53.2 The business of the Annual General Meeting also includes any other business which under this Constitution or the Law ought to be transacted at an Annual General Meeting.
- 53.3 The chair of the Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Council.
- 53.4 If the Council's auditor or the auditor's representative is at the meeting, the Chairman of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

#### **54. Notice of General Meetings**

- 54.1 Subject to the provisions of the Law as to short notice, at least 21 days' notice of a general meeting must be given in writing to those persons who are entitled to receive notices from the Council.
- 54.2 Written notice of a meeting of the Council's Members must be given individually to:
  - (1) each Member entitled to attend the meeting;
  - (2) each Director; and
  - (3) the Council's auditor.
- 54.3 No other person is entitled to receive notice of general meetings.
- 54.4 The Council may give the notice of meeting to a Member:
  - (1) personally;
  - (2) by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
  - (3) by sending it to the facsimile number or electronic address (if any) nominated by the Member.

#### **55. When Notice is Given**

- 55.1 A notice of meeting sent by post is taken to be given on the second business day after it is posted.
- 55.2 Except as provided by rule 55.3, a notice of meeting sent by facsimile, or other electronic means, is taken to be given on the business day after it is sent.
- 55.3 Service by facsimile or electronic mail is not effective if:
  - (1) in the case of service by facsimile, the Council's facsimile machine issues a transmission report which shows that the transmission was unsuccessful;

- (2) in the case of service by electronic mail, the Council's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Council immediately that the notice was not fully received in a legible form.

55.4 A certificate signed by any manager, Secretary or other officer of the Council that the notice was posted or given in accordance with this rule 55 is conclusive evidence of the matter.

## **56. Contents of Notice**

56.1 A notice of a general meeting must

- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (2) state the general nature of the meeting's business;
- (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
- (4) contain a statement setting out the following information:
  - (a) that the Member has a right to appoint a proxy; and
  - (b) that the proxy need not be a Member of the Council.

## **57. Notice of Adjourned Meeting**

57.1 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

## **58. Accidental Omission to Give Notice**

58.1

## **59. Postponement of General Meeting**

59.1 The Directors may postpone the holding of any general meeting whenever they see fit (other than a meeting requisitioned by Members as provided by the Law) for not more than 42 days after the date for which it was originally called.

59.2 Whenever any meeting is postponed (as distinct from being adjourned under rule 61.3 or rule 62.3) the same period of notice of the meeting must be given to persons entitled to receive notice of a meeting as if a new meeting were being called for the date to which the original meeting is postponed.

## **60. Technology**

60.1 The Council may hold a meeting of its Members at multiple venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

## **61. Quorum**

- 61.1 The quorum for a meeting of the Council's Members shall be not less than 4 Directors together with a minimum of 10 other Members entitled to vote being personally present and present at all times during the meeting.
- 61.2 In determining whether a quorum is present, individuals attending as proxies are counted. If an individual is attending both as a Member and as a proxy or body corporate representative, the individual is counted only once.
- 61.3 If a quorum is not present within 30 minutes after the time for the meeting set out in the notice of meeting:
- (1) where the meeting was called by the Members or upon the requisition of Members, the meeting is dissolved; or
  - (2) in any other case, the meeting is adjourned to the date, time and place the Directors specify. If the Directors do not specify 1 or more of those things, the meeting is adjourned to:
    - (a) if the date is not specified the same day in the next week;
    - (b) if the time is not specified the same time; and
    - (c) if the place is not specified the same place.
- 61.4 If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, then the members present at that resumed meeting shall be deemed to constitute a quorum for the purpose of the meeting.

## **62. Chairman at General Meetings**

- 62.1 The Chairman, if present, presides as chair at every general meeting.
- 62.2 Where a general meeting is held and:
- (1) there is no Chairman; or
  - (2) the Chairman is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act;
- the Deputy-Chairman if present presides as chair of the meeting or, if the Deputy-Chairman is not present or is unwilling to act, the Members present may appoint any 1 of their number to be chair of the meeting.
- 62.3 The Chairman must adjourn a meeting of the Council's Members if the Members present with a majority of votes at the meeting agree or direct that the Chairman must do so.

## **63. Business at Adjourned Meetings**

- 63.1 Only unfinished business is to be transacted at a meeting resumed after an adjournment.

## **PROXIES**

### **64. Who Can Appoint a Proxy**

64.1 A Member who is entitled to attend and cast a vote at a meeting of the Council's Members may appoint a person as the Member's proxy to attend and vote for the Member at the meeting. The proxy need not be a Member.

### **65. Rights of Proxies**

65.1 A proxy appointed to attend and vote for a Member has the same rights as the Member:

- (1) to speak at the meeting; and
- (2) to vote (but only to the extent allowed by the appointment).

65.2 If a proxy is only for a single meeting it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

65.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

65.4 A proxy may be revoked at any time by notice in writing to the Council.

### **66. When Proxy Form Must Be Sent to All Members**

66.1 If the Council sends a Member a proxy appointment form for a meeting or a list of persons willing to act as proxies at a meeting:

- (1) if the Member requested the form or list, the Council must send the form or list to all Members who ask for it and who are entitled to appoint a proxy to attend and vote at the meeting; or
- (2) otherwise, the Council must send the form or list to all its Members entitled to appoint a proxy to attend and vote at the meeting.

### **67. Appointing a Proxy**

67.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:

- (1) the Member's name and address;
- (2) the proxy's name or the name of the office held by the proxy; and
- (3) the meetings at which the appointment may be used.

An appointment may be a standing one.

- 67.2 An undated appointment is taken to have been dated on the day it is given to the Council.
- 67.3 An appointment may specify the way the proxy is to vote on a particular resolution. If it does:
- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
  - (2) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.

If a proxy is also a Member, this rule 67.3 does not affect the way that the person can cast any votes the person holds as a Member.

- 67.4 An appointment does not have to be witnessed.
- 67.5 A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.

**68. Form of Proxy Sent Out by Council**

- 68.1 A form of proxy sent out by the Council may be in a form determined by the Directors but must:
- (1) enable the Member to specify the manner in which the proxy must vote in respect of a particular transaction; and
  - (2) leave a blank for the Member to fill in the name of the person primarily appointed as proxy.
- 68.2 The form may provide that if the Member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the Chairman of the meeting is appointed proxy.
- 68.3 Despite rule 68.1 an instrument appointing a proxy may be in the following form or in a form that is as similar to the following form as the circumstances allow:

<p style="text-align: center;">I <b>NEUROLOGICAL COUNCIL OF WESTERN AUSTRALIA, INC.</b></p> <p>I/We, _____ of _____ being a member/Members of the above-named Council, appoint _____ of _____ or, in his/her absence, _____ of _____ as my/our proxy to vote for *me/*us on *my/*our behalf at the *annual general/*general meeting of the Council to be held on _____ and at any adjournment of that meeting.</p> <p>† This form is to be used *in favour of/*against the resolution.</p> <p>Signed on _____.</p> <p>* Strike out whichever is not desired. † To be inserted if desired.</p>
---

**69. Receipt of Proxy Documents**

69.1 For an appointment of a proxy for a meeting of the Council's Members to be effective, the following documents must be received by the Council at least 48 hours before the meeting:

- (1) the proxy's appointment; and
- (2) if the appointment is signed by the appointor's attorney the authority under which the appointment was signed or a certified copy of the authority.

69.2 If a meeting of the Council's Members has been adjourned, an appointment and any authority received by the Council at least 24 hours before the resumption of the meeting are effective for the resumed part of the meeting.

69.3 The Council receives an appointment or authority when it is received at any of the following:

- (1) the Council's registered office;
- (2) a facsimile number at the Council's registered office; or
- (3) a place, facsimile number or electronic mail address specified for the purpose in the notice of meeting.

69.4 An appointment of a proxy is ineffective if:

- (1) the Council receives either or both the appointment or authority at a fax number or electronic address; and
- (2) a requirement (if any) in the notice of meeting that:
  - (a) the transmission be verified in a way specified in the notice; or
  - (b) the proxy produce the appointment and authority (if any) at the meeting; is not complied with.

**70. Validity of Proxy Vote**

70.1 A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

70.2 Unless the Council has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (1) the appointing Member dies;
- (2) the Member is mentally incapacitated;
- (3) the Member revokes the proxy's appointment; or
- (4) the Member revokes the authority under which the proxy was appointed by a 3rd party.

**71. Attorney of Member**

71.1 An attorney for a Member may do whatever the Member could do personally as a Member, but if the attorney is to vote at a meeting of Members or a class of Members the instrument conferring the power of attorney or a certified copy of the authority must be produced to the Council at least 24 hours before the meeting, in the same way as the appointment of a proxy.

**VOTING AT MEETINGS OF MEMBERS**

**72. How Vote May Be Exercised**

72.1 Subject to rules 74 and 75 at any general meeting of Members, each Member has 1 vote.

72.2 The vote may be exercised in person or by proxy.

72.3 Notwithstanding any other provision the vote may be exercised by post, in circumstances where:

- (1) the Constitution requires voting to be conducted by postal ballot; or
- (2) the Board determines in any other case that voting shall, or may be conducted by postal ballot,

72.4 The Board shall direct the manner in which any postal vote is to be conducted so as to ensure all Members have an equal right to vote on the matter being determined.

**73. Voting Disqualification**

73.1 A Member is not entitled to vote at a general meeting if the Membership Fee of the Member is more than 1 month in arrears at the date of the meeting or the postponed or adjourned meeting.

**74. Objections to Right to Vote**

74.1 A challenge to a right to vote at a meeting of Members:

- (1) may only be made at the meeting; and
- (2) must be determined by the Chairman, whose decision is final.

74.2 A vote not disallowed following the challenge is valid for all purposes.

**75. How Voting is Carried Out**

75.1 A postal ballot shall be conducted for all elections of Elected Directors and all proposed resolutions put to the vote which are in the nature of special business.

75.2 In any other case, a resolution put to the vote at a meeting of the Council's Members may be decided either on a show of hands or by postal ballot, in the discretion of the Board.

75.3 On a show of hands, a declaration by the Chairman is conclusive evidence of the result. Neither the Chairman nor the minutes need to state the number or proportion of the votes recorded in favour or against.

**76. Chairman's Casting Vote**

- 76.1 In the case of an equality of votes, the Chairman of the meeting has a casting vote in addition to any deliberative vote they may have in their capacity as a Member or proxy.
- 76.2 The Chairman has a discretion both as to use of the casting vote and as to the way in which it is used.

## **MINUTES**

**77. Minutes to be Kept**

- 77.1 The Directors must keep minute books in which they record within 1 month:
- (1) proceedings and resolutions of meetings of the Council's Members;
  - (2) proceedings and resolutions of Directors' meetings (including meetings of a committee of Directors);
  - (3) resolutions passed by Members without a meeting; and
  - (4) resolutions passed by Directors without a meeting.
- 77.2 The Directors must ensure that minutes of a meeting are signed within a reasonable time after the meeting by 1 of the following:
- (1) the Chairman of the meeting; or
  - (2) the Chairman of the next meeting.
- 77.3 The Directors must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.
- 77.4 Without limiting rule 77.1 the Directors must record in the minute books:
- (1) all appointments of officers and executive employees;
  - (2) the names of the Directors present at all meetings of Directors and the Council; and
  - (3) the method by which a meeting of Directors was held.

## **ACCOUNTS, AUDIT AND RECORDS**

**78. Accounts**

- 78.1 The Directors must cause proper accounting and other records to be kept in accordance with the Law.
- 78.2 The Directors must distribute copies of every profit and loss account, balance sheet and statement of cash flows (including every document required by Law to be attached to them) as required by the Law.

**79. Audit**

79.1 A registered Council auditor must be appointed.

79.2 The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Law.

## **EXECUTION OF DOCUMENTS**

**80. Common Seal**

80.1 The Council may, but need not, have a common seal.

**81. Use of Common Seal**

81.1 If the Council has a common seal the Directors must provide for its safe custody.

81.2 The common seal may not be fixed to any document except by the authority of a resolution of the Directors or of a committee of the Directors duly authorised by the Directors.

81.3 The Council executes a document with its common seal if the fixing of the seal is witnessed by 2 Directors of the Council.

**82. Execution - General**

82.1 The Council may execute a document without using a common seal if the document is signed by 2 Directors of the Council.

82.2 The same person may not sign in the dual capacities of Director and Secretary.

82.3 A Director may sign any document as Director, with or without the common seal, although the document relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature complies with the requirements of this Constitution as to execution despite his or her interest.

82.4 Rules 81 and 82.1 do not limit the ways in which the Directors may authorise documents (including deeds) to be executed on behalf of the Council.

**83. Addition and Alteration of Rules**

83.1 An amendment to these rules be it an addition or an alteration, shall be by Special Resolution as defined in the Association's Incorporation Act 1987, voted on by members at an Annual General Meeting or a General Meeting called for that purpose.

83.2 When issuing a notice for the purpose of amending the rules, the notice shall include a copy of the wording of the proposed amendment and the reason why the amendment is being proposed.

**84. Special Resolution**

- 84.1 A resolution is a special resolution if it is passed by a majority of not less than three-fourths of members of the Council who are entitled to vote, vote in person by proxy or postal vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given.

**INADVERTENT OMISSIONS**

**85. Formalities Omitted**

- 85.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Directors that the omission has directly prejudiced any Member financially. The decision of the Directors is final and binding on all Members.
- 85.2 Should this constitution be silent on any matter, then the Board of the Council has the authority to deal with such matters and decision of the Directors in that instance and acting as a Board shall be final and binding.

**WINDING UP**

**86. Winding Up**

- 86.1 If upon the winding up or dissolution of the Council any property remains, after satisfaction of all its debts liabilities, that property must not be paid to or distributed among the Members of the Council but must be given or transferred to some other incorporated association determined by the Members of the Council at or before the time of dissolution which has similar objects to the Council and which is similarly exempt from income tax under sub-division 50-5 of the *Income Tax Assessment Act 1997*.
- 86.2 If the Members do not make the necessary determination under rule 86.1, the Council may apply to the Supreme Court to determine the institution or institutions.

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